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7 *Attorneys for Plaintiff Jake Ha*  
[Additional Counsel on Signature Page]

8 **UNITED STATES DISTRICT COURT**  
9 **NORTHERN DISTRICT OF CALIFORNIA**  
10

11 JAKE HA, individually, on behalf  
12 of himself and all others similarly situated,

13 Plaintiff,

14 v.

15 JOHN E. CALDWELL, HENRY WK CHOW,  
BRUCE L. CLAFLIN, NORA M. DENZEL,  
16 NICHOLAS M. DONOFRIO, MARTIN L.  
17 EDELMAN, JOHN R. HARDING, JOSEPH  
A. HOUSEHOLDER, MICHAEL J. INGLIS,  
18 LISA T. SU AND AHMED YAHIA,

19 Defendants.

20 and

21 ADVANCED MICRO DEVICES, INC.

22 Nominal Defendant.  
23  
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Case No. 4:15-cv-04485-YGR

**STIPULATION AND ~~[PROPOSED]~~**  
**ORDER TO STAY CIVIL ACTION**

1 WHEREAS, a securities fraud class action captioned *Hatamian, et al. v. Advanced Micro*  
2 *Devices, Inc., et al.*, No. 3:14-cv-00226-YGR is currently pending in the U.S. District Court for the  
3 Northern District of California (the “Securities Action”);

4 WHEREAS, on April 27, 2015, plaintiffs Christopher Hamilton and David Hamilton filed a  
5 related shareholder derivative complaint (the “*Hamilton Action*”), Case No. 15-cv-01890-YGR,  
6 against defendants W. Michael Barnes, Richard A. Bergman, John E. Caldwell, Henry WK Chow,  
7 Bruce L. Claflin, Craig A. Conway, Nicholas M. Donofrio, H. Paulett Eberhart, John R. Harding,  
8 Waleed Muhairi, Robert R. Palmer, Rory P. Read, Thomas J. Seifert and Lisa T. Su;

9 WHEREAS, on May 28, 2015, the Securities Action and the *Hamilton Action* were deemed  
10 related (Case No. 15-cv-01890-YGR, Dkt. 27; Case No. 14-cv-00226-YGR, Dkt. 122);

11 WHEREAS, on September 29, 2015, plaintiff Jake Ha (“Plaintiff”) filed a shareholder  
12 derivative complaint (the “*Ha Action*”), Case No. 15-cv-04485-KAW, against defendants John E.  
13 Caldwell, Henry WK Chow, Bruce L. Claflin, Nora M. Denzel, Nicholas M. Donofrio, Martin L.  
14 Edelman, John R. Harding, Joseph A. Householder, Michael J. Inglis, Lisa T. Su and Ahmed Yahia,  
15 and nominal defendant Advanced Micro Devices, Inc. (“Defendants”);

16 WHEREAS, the allegations in the *Hamilton* and *Ha* Actions (together, the “Derivative  
17 Actions”) and the Securities Action substantially overlap in relevant time period, with the *Ha* Action  
18 covering the period from at least the beginning of 2011 through the present, and the Securities Action  
19 and *Hamilton* Action covering the period from April 4, 2011 to October 18, 2012;

20 WHEREAS, the Derivative Actions both name Defendants Lisa T. Su, John E. Caldwell,  
21 Henry WK Chow, Bruce L. Claflin, Nicolas M. Donofrio, and John R. Harding (the “Individual  
22 Defendants”) and allege that each made materially false and misleading statements concerning the  
23 Llano, which allegations the Individual Defendants deny;

24 WHEREAS, the derivative plaintiffs in both Derivative Actions allege that the Individual  
25 Defendants systematically failed to implement internal corporate controls necessary to ensure the  
26 Company disseminates accurate information to its shareholders and the broader investment  
27 community, and thereby breached their fiduciary duties of good faith, due care and loyalty, which  
28 allegations the Individual Defendants deny;

1 WHEREAS, the parties believe that the Securities Action and Derivative Actions involve  
2 substantially the same factual allegations, parties and events; and

3 WHEREAS, the *Hamilton* Action is currently stayed pending the resolution of the Securities  
4 Action;

5 WHEREAS, on December 1, 2015, the Court entered an Order Relating the *Ha* Action to the  
6 Securities Action (Dkt. No. 163).

7 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by Plaintiff and  
8 Defendants, through their undersigned counsel of record and subject to the approval of the Court, in  
9 accordance with Civil Local Rules 3-12, 6-2 and 7-12, as follows:

10 1. The *Ha* Action, including all deadlines and hearings, is hereby temporarily stayed  
11 pending the resolution of the Securities Action;

12 2. Within thirty (30) days of the resolution of the Securities Action, the Parties shall meet  
13 and confer and submit a proposed schedule to the Court for further proceedings in this action;

14 3. Subject to the entry of an appropriate protective order or confidentiality agreement,  
15 Defendants agree to promptly provide Plaintiff, with undersigned Counsel at Glancy Prongay &  
16 Murray LLP designated as Plaintiffs' receiving agent, with copies of all discovery produced by  
17 defendants to the plaintiffs in the Securities Action after such discovery is produced to the plaintiffs in  
18 the Securities Action by defendants, including all transcripts of depositions taken in the Securities  
19 Action, except to the extent such deposition transcripts or portions thereof have been designated as  
20 confidential by a party other than Defendants. For purposes of clarity, Defendants do not agree to and  
21 shall not provide Plaintiff with any discovery produced by the plaintiffs or by any existing or future  
22 third parties in the Securities Action, including any transcripts of third-party depositions taken in the  
23 Securities Action;

24 4. Defendants agree to invite Plaintiff to participate in any mediation that takes place in  
25 regards to the Securities Action, including the mediation scheduled for January 14, 2016;

26 5. The composition of AMD's Board of Directors that will be considered in connection  
27 with determining whether Plaintiffs have pled facts sufficient to raise a reasonable doubt that a pre-  
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1 litigation demand on the Company's Board of Directors would have been futile shall be the  
2 composition of the Board of Directors as of September 29, 2015, the date this action was initiated; and

3 6. By entering into this Stipulation, the Parties do not waive any rights not specifically  
4 addressed herein, including the right to pursue formal discovery and/or file any motion that any Party  
5 deems appropriate once this action is no longer temporarily stayed.

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7  
8 DATED: December 21, 2015

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19  
20 *Attorneys for Plaintiff Jack Ha*

1 DATED: December 21, 2015

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15 *Attorneys for Defendants Advanced Micro Devices, Inc.,*

16 *Rory P. Read, Thomas J. Seifert, Lisa T. Su, and*

17 *Richard A. Bergman*

18  
19 **PURSUANT TO STIPULATION, IT IS SO ORDERED.**

20  
21 Dated: December 22, 2015



22 Hon. Yvonne Gonzalez Rogers

23 United States District Judge